

Hearing Date: September 11, 2013 at 10:00 a.m. (ET)
Objection Deadline¹: August 21, 2013 at 4:00 p.m. (ET)

HUDSON COOK, LLP
6 Hutton Centre Drive
Suite 840
Santa Ana, CA 92707
Telephone: 714.263.0420
Facsimile: 714.263.0428
Dana Frederick Clarke

Special Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**COVERSHEET FOR SECOND INTERIM APPLICATION OF
HUDSON COOK, LLP AS SPECIAL COUNSEL TO THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

¹ The Debtors have granted the US Trustee an extension of time, until August 28, 2013, to file an objection to Applicant's Application. The objection deadline for Applicant's Application remains August 21, 2013 for all other parties in interest.

This is a(n): monthly X interim final application.

Name of Applicant:

Hudson Cook, LLP (“**Applicant**”)

Authorized to Provide Professional
Services to:

Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”)

Date of Retention:

Order entered on October 11, 2012 retaining
Applicant *nunc pro tunc* to May 14, 2012

Period for which Compensation
and Reimbursement is sought:

January 1, 2013 through April 30, 2013
(the “**Application Period**”)

Amount of Compensation Sought as
Actual, Reasonable and Necessary:

\$873,570.50

Amount of Expense Reimbursement
Sought as Actual, Reasonable and
Necessary:

\$15,408.57

Summary of Monthly Applications for Application Period:

Date Served	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
3/15/13	1/1/13 through 2/28/13	\$475,447.50	\$15,393.43*	\$380,358.00	\$15,393.43	\$95,089.50
4/26/13	3/1/13 through 3/31/13	\$223,033.00	\$0.00	\$178,426.40	\$0.00	\$44,606.60
5/30/13	4/1/13 through 4/30/13	\$175,090.00	\$365.50	\$140,437.50	\$365.50	\$34,652.50
TOTAL	1/1/13 through 4/30/13	\$873,570.50	\$15,408.57*	\$699,221.90	\$15,758.93	\$174,348.60

*** Please note that Hudson Cook has reduced the expenses for meals by \$350.36 per the Court's meal guidelines.**

Summary of Previous Interim Monthly Applications:

Interim Application	Application Period	Interim Fees Requested in Application	Fees Allowed	Fees Paid	Interim Expenses Requested in Application	Expenses Allowed	Expenses Paid	Amounts Remaining Unpaid
First	5/15/12 to 12/31/12	\$1,206,481.50	\$1,203,715.50	\$1,084,610.84	\$15,463.07	\$15,142.10	\$15,142.10	\$119,104.66

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Dana Frederick Clarke

Special Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**SECOND INTERIM APPLICATION OF HUDSON COOK, LLP AS SPECIAL
COUNSEL TO THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR
THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

For its second interim application for compensation and reimbursement of
expenses (the “**Application**”) for the period January 1, 2013 through April 30, 2013 (the
“**Application Period**”), Hudson Cook, LLP (“**Applicant**”), Special Counsel to Residential

² The Debtors have granted the US Trustee an extension of time, until August 28, 2013, to file an objection to Applicant’s Application. The objection deadline for Applicant’s Application remains August 21, 2013 for all other parties in interest.

Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).

This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, entered December 21, 2010 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code

sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

B. Applicant’s Retention and Interim Compensation

6. On October 11, 2012, the Court entered the Interim Order Authorizing the Retention and Employment of Hudson Cook, LLP as Special Counsel to the Debtors Nunc Pro Tunc to the Petition Date [Docket No.1798], approving Applicant’s retention.

7. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors’ Committee, counsel for Ally Financial Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the “**Notice Parties**”).

8. On March 14, 2013, Applicant filed its First Interim Application Of Hudson Cook LLP As Special Counsel For The Debtors For Compensation And Reimbursement Of Expenses Incurred For The Period May 15, 2012 Through December 31, 2012 (the “First Interim Application”). [Docket No. 3187] In the First Interim Application, Applicant had requested \$1,206,481.50 in fees and \$15,463.07 in expenses.

9. On March 16, 2013, Applicant served its fifth monthly invoice covering the period from January 1, 2013 through February 28, 2013 (the “**January - February Statement**”) on the Notice Parties. On April 26, 2013, Applicant served its sixth monthly invoice covering the period from March 1, 2013 through March 31, 2013 (the “**March Statement**”) on the Notice Parties. On May 30, 2013, Applicant served its seventh monthly invoice covering the period from April 1, 2013, through April 30, 2013 (the “**April Statement**”) and together with the January – March invoices, the “**2nd Interim Monthly Statements**”) on the Notice Parties. As of the date hereof, Applicant has not received any objection to the 2nd Interim Monthly Statements.

10. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of Applicant’s internal task codes during the Application Period.

11. The total payments received by Applicant as of the date hereof for fees and expenses incurred during the Application Period are equal to: (i) 80% of requested compensation and (ii) 100% of requested expenses from the 2nd Interim Monthly Statements. Specifically, to date, the Applicant has received payments totaling \$714,980.83, representing \$699,221.90 in fees and \$15,758.93 in expenses incurred during the Application Period.

12. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant’s practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each attorney and paraprofessional who rendered services during the Application Period, each attorney’s year of bar admission and area of practice concentration, the aggregate time expended by each attorney and each paraprofessional, the hourly billing rate for

each attorney and each paraprofessional at Applicant's current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases.

13. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as Exhibit D.

14. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the 2nd Interim Monthly Fee Statements and are attached hereto as Exhibit E. Except as otherwise noted on Exhibit E, all meal expenses were incurred during travel. In addition, although the Court's guidelines permit non-working travel to be billed at 50%, Applicant has not sought any compensation for non-working travel.

15. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

16. The 2nd Interim Monthly Fee Statements submitted by Applicant are subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period is \$173,998.24³. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

³ This amount includes a deduction of \$350.36 in expenses paid.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

17. In accordance with the terms of its employment, as more fully described in the Debtors' Application Under Section 327(e) of the Bankruptcy Code and Local Rule 2014-1 for Authorization to Employ and Retain Hudson Cook, LLP as Special Counsel to the Debtors, Nunc Pro Tunc to May 14, 2012 [Docket no. 1427], Applicant has performed legal services in connection with the Foreclosure Review pursuant to Section 3 of the Consent Order of the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation, dated April 13, 2011. The Foreclosure Review requires PwC to review designated loan files under six operational "workstreams." Hudson Cook has provided legal assistance primarily with respect to the following workstreams:

- (a) State Law Workstream – The state law workstream requires the Foreclosure Review professionals to determine whether any state laws were violated in the foreclosure or sale associated with each file;
- (b) Standing Workstream – The standing workstream involves an analysis of whether the Debtors had standing to conduct the relevant foreclosure;
- (c) Fees Workstream – the fees workstream involves analyzing whether the Debtors charged borrowers impermissible fees in connection with a foreclosure proceeding;
- (d) Servicemembers Civil Relief Act ("SCRA") Workstream – the SCRA workstream entails an analysis of whether the Debtors violated the SCRA in conducting a foreclosure by, for instance, foreclosing while a servicemember was on active duty.

18. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the Chapter 11 Cases. The following is a summary of the most significant

professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes:

19. Task Code AD – Administrative

Fees: \$5,100.52; Total Hours: 12.30

20. Task Code C100 – Fact Gathering

Fees: \$2,677.00; Total Hours: 6.2

21. Task Code C200 – Researching Law

Fees: \$289,183.00; Total Hours: 817.50

22. C300 – Analysis and Advice

Fees: \$558,010.50; Total Hours: 1577

23. C400 – Third Party Communication

Fees: \$18,559.50; Total Hours: 41.30

24. The time records attached hereto as Exhibit E present more completely the work performed by Applicant in each billing category during the Application Period.

CONCLUSION

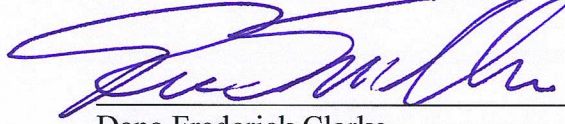
25. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

26. Applicant therefore requests an order (i) approving interim compensation in the amount of \$873,570.50 and interim reimbursement of expenses in the amount of \$15,408.57⁴,

⁴ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

(ii) directing payment of all compensation held back in connection with the 2nd Interim Monthly Fee Statements, and (iii) granting such other and further relief as may be just and proper.

Dated: August 6, 2013



Dana Frederick Clarke
HUDSON COOK, LLP
6 Hutton Centre Drive
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Santa Ana, CA 92707
Telephone: 714.263.0420
Facsimile: 714.263.0428

Special Counsel to the Debtors

EXHIBIT A

Hearing Date: September 11, 2013 at 10:00 a.m. (ET)
Objection Deadline: August 21, 2013 at 4:00 p.m. (ET)

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Dana Frederick Clarke

Special Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
SECOND INTERIM APPLICATION OF HUDSON COOK, LLP AS SPECIAL
COUNSEL TO THE DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES
INCURRED FOR THE PERIOD JANUARY 1, 2013 THROUGH APRIL 30, 2013**

I, Dana Frederick Clarke, hereby certify that:

1. I am a partner with the applicant firm, Hudson Cook, LLP (the “**Firm**”), which serves as Special Counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York*

Bankruptcy Cases, Administrative Order M-447, adopted by the Court on January 29, 2013 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated August 6, 2013 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing January 1, 2013 through and including April 30, 2013, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. I certify that all airfare for which reimbursement is sought was coach class.

5. In respect of Section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm provided the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

6. In respect of Section B.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: August 6, 2013



Dana Frederick Clarke
HUDSON COOK, LLP
6 Hutton Centre Drive
Suite 840
Santa Ana, CA 92707
Telephone: 714.263.0420
Facsimile: 714.263.0428

Special Counsel to the Debtors

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY HUDSON COOK, LLP ON BEHALF OF THE DEBTORS FOR THE PERIOD
JANUARY 1, 2013 THROUGH APRIL 30, 2013**

Compensation by Matter

Task Code	Matter Description	Total Billed Hours	Total Compensation
Ad	Administration	12.30	\$ 5,100.50
C-100	Fact Gathering	6.2	2,677.00
C-200	Researching Law	817.50	289,183.00
C-300	Analysis and Advice	1577	558,010.50
C-400	Third Party Communication	41.30	18,599.50
Total Fees Incurred		2454.3	\$873,570.50

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED
BY PROFESSIONAL FOR APPLICATION PERIOD
(January 1, 2013 through April 30, 2013)**

Name of Professional	Department and Licensure	Hourly Billing Rate	May - Dec Total Hours Billed	Total Compensation
Andricos, Catharine S	Consumer Finance Law, 2005	\$300.00	32.60	\$9,780.00
Bangert, Sharon J	Consumer Finance Law, 1991	\$475.00	241.80	\$114,855.00
Bishop, Frank H	Consumer Finance Law, 2007	\$300.00	1.30	\$390.00
Chareq, A. James	Consumer Finance Law, 1993	\$575.00	1.80	\$1,035.00
Clarke, Dana Frederick	Consumer Finance Law, 1997	\$455.00	115.30	\$52,461.50
Cockrell, Peter L.	Consumer Finance Law, 2011	\$275.00	3.20	\$880.00
Darland, David S	Consumer Finance Law, 1990	\$470.00	6.20	\$2,914.00
DeLessio, Lisa C	Consumer Finance Law, 2000	\$435.00	281.00	\$122,235.00
Fisher, Katherine C	Consumer Finance Law, 2005	\$300.00	14.00	\$4,200.00
Gray, Crystal L	Consumer Finance Law, 2011	\$275.00	11.50	\$3,162.50
King, Jeffrey L	Consumer Finance Law, 1999	\$425.00	133.70	\$56,822.50
MacKenzie, Matthew	Consumer Finance Law, 2011	\$275.00	445.00	\$122,375.00
McArthur, J. Webb	Consumer Finance Law, 2010	\$275.00	516.30	\$141,982.50
Mulligan, Eric D	Consumer Finance Law, 2012	\$275.00	19.40	\$5,335.00
Musselman, Meghan S	Consumer Finance Law, 2005	\$400.00	113.50	\$45,320.00
Swears, Clayton C.	Consumer Finance Law, 2006	\$275.00	34.40	\$9,460.00
Thomas, Lauren M	Consumer Finance Law, 2004	\$375.00	474.00	\$177,750.00
Zaman, Latif	Consumer Finance Law, 2010	\$275.00	9.50	\$2,612.50
Total			2454.30	\$873,570.50

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY HUDSON COOK, LLP
ON BEHALF OF THE DEBTORS FOR THE PERIOD
JANUARY 1, 2013 THROUGH APRIL 30, 2013**

Description	Amount
Meals	\$ 866.42*
Travel Expenses:	
- Airfare (coach class)	4579.00
- Car Rental and Gas	1920.05
- Hotel	6261.81
- Mileage	1270.65
- Parking	236.00
- Taxi	204.64
- Tolls	55
TOTAL	\$15,408.57

*** Please note that Hudson Cook has reduced the expenses for meals by \$350.36 per the Court's meal guidelines.**

EXHIBIT E



6 Hutton Centre Drive, Suite 840, Santa Ana, California 92707
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Offices in: California, Connecticut, Maine, Maryland, Massachusetts, Michigan, New York,
Ohio, Oklahoma, Pennsylvania, Tennessee, Virginia and Washington, DC

Catharine S. Andricos	†	Jeffrey L. King	..
Sharon J. Bangert	..	Daniel J. Laudicina	.
Michael A. Benoit	..	Wingrove S. Lynton	.
Catherine M. Brennan	..	Joseph E. Mayk	..
Thomas J. Buiteweg	o	Timothy P. Meredith	†o
A. James Chareq	o	Nicole F. Munro	.
Dana F. Clarke	†	Meghan S. Musselman	.
Robert A. Cook	.	L. Jean Noonan	.
Patricia E.M. Covington	..	Thomas P. Quinn, Jr.	+
David S. Darland	..	Geoffrey C. Rogers	o
Lisa C. DeLessio	..	Aline C. Ryan	.
Lori A. Desjardins	..	Angela Maynard Shovein	o+
Charles F. Dodge	.	H. Blake Sims	o+
Anne P. Fortney	..	Ryan S. Stinnford	..
Michael A. Goodman	..	Clayton C. Swears	..
Ronald D. Gorsline	o	Alicia H. Tortarolo	†
Justin B. Hosie	o	Daniel O'C. Tracy, Jr.	..*
Thomas B. Hudson	..	Joel C. Winston	o
Eric L. Johnson	..	Elizabeth C. Yen	o
Admitted in:			
California	†	Hawaii	+
Connecticut	o	Illinois	o
District of Columbia	+	Indiana	o
Florida	o	Maine	o
Georgia	o	Maryland	+
		Massachusetts	+
		Michigan	o
		New York	o
		New Jersey	o
		Oklahoma	o
		Pennsylvania	+
		Tennessee	o
		Virginia	..
		Partner Emeritus	+

March 15, 2013

VIA FEDERAL EXPRESS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Residential Capital, LLC
1100 Virginia Dr.
Ft. Washington, Pennsylvania, 19034
Attn: Tammy Hamzehpour

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed

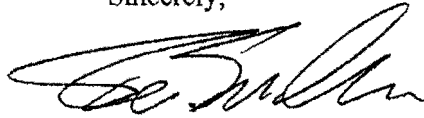
March 15, 2013
Page 2

please find Hudson Cook, LLP's monthly fee statements for the period January 1, 2013 through January 31, 2013 and February 1, 2013 through February 28, 2013 (the "Statements"), which were served on the parties listed in paragraph (a) of the Order, on March 15, 2013..

In the absence of a timely objection, the Debtors shall pay \$395,751.43, consisting of the sum of
(a) (\$380,358.00, an amount equal to 80% of the fees ($\$380,358.00 = \$475,447.50 \times 0.80$) and
(b) 100% of the expenses (\$15,393.43) being requested in the Statements.

Objections to the Statements are due by April 4, 2013.

Sincerely,

A handwritten signature in black ink, appearing to read "Dana Clarke", written in a cursive style.

Dana Frederick Clarke, Esq.

Encl.

Hudson Cook, LLP

7250 Parkway Drive, 5th Floor
Hanover, MD 21076-1343
Telephone: (410) 684-3200 Fax: (410) 684-2001
FEIN 52-2001482
Billing Inquiries (410) 865-5414

February 8, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 43489
Reference No. 2952-003 LCD

ForeclosureReview Legal Advice

Professional Services

For services rendered for period through 01/31/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

ForeclosureReview Legal Advice

003

Fees

Date	Client	Code	Description	Hours	Rate	Amount
01/16/2013	AJC	C200	Complete brief research to respond to foreclosure sales SCRA issue; email to Lisa DeLessio regarding same.	1.80	575.00	1,035.00
01/14/2013	CCS	C300	Meeting to discuss SCRA review issues.	2.00	275.00	550.00
01/14/2013	CCS	C200	Reviewed OCC guidance on SCRA testing issues. Reviewed SCRA statutory requirements.	1.60	275.00	440.00
01/15/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	9.00	275.00	2,475.00
01/16/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	7.50	275.00	2,062.50
01/17/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	9.00	275.00	2,475.00
01/18/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	5.30	275.00	1,457.50
01/02/2013	CLG	C200	Researched case law and statutes and prepared remediation chart.	3.90	275.00	1,072.50
01/02/2013	DFC	C400	Prepare for and attend FRB conference call regarding GMAC engagement; follow-up telephone discussion with L. Delessio and G. Apfel regarding same and workstream assignments.	1.70	455.00	773.50
01/04/2013	DFC	C400	Prepare fee application and email same to Pepper Hamilton for BK court submission; telephone discussion with G. Apfel regarding same.	1.10	455.00	500.50
01/04/2013	DFC	C300	Review emails from J. Odom regarding revised regulator SCRA guidance and attached documents; telephone discussion with L. Delessio regarding PWC's Observation and Error Forecast - ILC SLA and Forecast Volume and review of same.	1.40	455.00	637.00
01/07/2013	DFC	C400	Prepare for and attend GMAC / PWC workstream conference call; per Sewitt reallocate workstream	2.10	455.00	955.50

(Please return green copy with your remittance) and make payable to:
Hudson Cook, LLP 7250 Parkway Drive, 5th Floor Hanover, MD 21076-1343

2952-003 Ally Bank			Invoice No: 43489 Invoice Date: 02/08/2013		
01/09/2013	DFC	C400	resources; telephone discussion with L. Delessio regarding SCRA scheduling and support and review email from J. King regarding same. Prepare for and attend PWC and FRB telephone conference call; follow-up discussion with L. Delessio regarding same and through-put schedule.	1.30	455.00 591.50
01/10/2013	DFC	C300	Review and respond to email from J. King ad L. Delessio regarding SCRA Section 521 remediation testing and Decision Tree analysis.	0.80	455.00 364.00
01/11/2013	DFC	C300	Telephone discussion with L. Delessio regarding SCRA testing requirements in light of recent FRB published guidance; telephone discussion with G. Apfel regarding BK standing process changes.	2.20	455.00 1,001.00
01/14/2013	DFC	C400	Prepare for and attend GMAC Sweit meeting regarding throughput and workstream updates; review ownership template of the data required to determine standing for POC's and MFR's per PWCs request.	2.60	455.00 1,183.00
01/15/2013	DFC	C300	Review WV remediation memo for state law mapping.	3.70	455.00 1,683.50
01/16/2013	DFC	C300	Begin review of NV remediation memo for state law mapping.	2.60	455.00 1,183.00
01/17/2013	DFC	C300	Prepare MA SCRA document review list and email same with links to relevant forms to L. Delessio; and telephone discussion with L. Delessio regarding same; review draft OTL report for 12 BK loans from PWC and emails from G. Apfel regarding BK standing review.	2.90	455.00 1,319.50
01/18/2013	DFC	C400	Prepare for and attend PWC weekly legal status conference call; review bankruptcy standing worksheets, and telephone discussion with L. Delessio regarding same.	2.00	455.00 910.00
01/21/2013	DFC	C300	Prepare for SCRA and standing workstream onsite meetings and work on review process issues and file review.	7.50	455.00 3,412.50
01/22/2013	DFC	C300	Work onsite at GMAC facility with PWC on SCRA and BK standing workstreams.	9.00	455.00 4,095.00
01/23/2013	DFC	C300	Work onsite with PWC in Fort Washington on SCRA and BK standing review workstreams.	9.40	455.00 4,277.00
01/24/2013	DFC	C300	Work onsite with PWC in Fort Washington on SCRA and BK standing review workstreams.	7.70	455.00 3,503.50
01/25/2013	DFC	C300	Review standing data request and document lists; exchange emails with L. Delessio regarding SCRA file review and PWC conference call issues.	3.50	455.00 1,592.50
01/28/2013	DFC	C400	Attend telephone conference call with PWC and Sweit regarding workstream progress and through-put schedule.	1.10	455.00 500.50
01/29/2013	DFC	C300	Telephone discussion with L. Delessio concerning new standing file assignments and SCRA rebuttals; prepare BK fee filing notice and circulate same to Pepper Hamilton.	1.40	455.00 637.00
01/30/2013	DFC	C300	Review GMAC SCRA rebuttals with L. Delessio and review emails from J. King regarding same.	0.90	455.00 409.50

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01/31/2013	DFC	C300	Review email from G. Apfel regarding requested GMAC summary of findings chart; review delivered chart for formatting BK standing review.	1.10	455.00	500.50
01/07/2013	EDM	C300	Reviewed and analyzed Connecticut files for standing determination.	0.80	275.00	220.00
01/07/2013	EDM	C200	Florida - Reviewed and analyzed Florida files for standing determination.	2.70	275.00	742.50
01/07/2013	EDM	C200	Indiana - Reviewed and analyzed Indiana files for standing determination.	2.80	275.00	770.00
01/07/2013	EDM	C200	Kansas - Reviewed and analyzed Kansas files for standing determination.	1.70	275.00	467.50
01/08/2013	EDM	C200	Kansas - Reviewed and analyzed Kansas files for standing determination.	0.60	275.00	165.00
01/08/2013	EDM	C200	New Jersey - Reviewed and analyzed New Jersey files for standing determination.	1.40	275.00	385.00
01/08/2013	EDM	C200	New York - Reviewed and analyzed New York files for standing determination.	0.70	275.00	192.50
01/08/2013	EDM	C200	Oklahoma - Reviewed and analyzed Oklahoma files for standing determination.	1.30	275.00	357.50
01/08/2013	EDM	C200	Wisconsin - Reviewed and analyzed Wisconsin files for standing determination.	1.00	275.00	275.00
01/08/2013	EDM	C200	Pennsylvania - Reviewed and analyzed Pennsylvania files for standing determination.	2.60	275.00	715.00
01/09/2013	EDM	C200	Pennsylvania - Reviewed and analyzed Pennsylvania files for standing determination.	2.00	275.00	550.00
01/09/2013	EDM	C200	South Carolina - Reviewed and analyzed South Carolina files for standing determination.	1.80	275.00	495.00
01/02/2013	JLK	C300	Responded to PwC request for guidance and updates to SCRA review.	3.30	425.00	1,402.50
01/03/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	4.50	425.00	1,912.50
01/04/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	4.40	425.00	1,870.00
01/07/2013	JLK	C300	Review new OCC/FRB guidance re SCRA testing/interpretations. Write-up requirements for PwC. Determine impact on current test questions. Email exchanges regarding upcoming travel per Ally/GMAC request.	5.20	425.00	2,210.00
01/08/2013	JLK	C300	Review and format of new SCRA batch files. Email exchanges re expedited review protocol and changes to the SCRA portion of the IFR scope. Prepare for onsite meetings.	4.30	425.00	1,827.50
01/09/2013	JLK	C300	Assist PwC onsite with the SCRA foreclosure review.	9.50	425.00	4,037.50
01/10/2013	JLK	C300	Assist PwC onsite with the SCRA foreclosure review.	7.10	425.00	3,017.50
01/11/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	6.20	425.00	2,635.00
01/13/2013	JLK	C300	Prepare for and attend meeting with PwC regarding scope of SCRA testing and potential procedural updates.	2.80	425.00	1,190.00
01/14/2013	JLK	C300	Review foreclosure review information and updates. Prepare for onsite meetings.	2.30	425.00	977.50
01/15/2013	JLK	C300	Assist PwC with onsite SCRA review.	8.50	425.00	3,612.50
01/16/2013	JLK	C300	Assist PwC with onsite SCRA loan file review.	8.50	425.00	3,612.50

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01/17/2013	JLK	C300	Advise PwC re the SCRA portion of the IFR.	8.50	425.00	3,612.50
01/18/2013	JLK	C300	Advise PwC re the SCRA portion of the IFR.	6.20	425.00	2,635.00
01/19/2013	JLK	C300	Assist PwC with the review of SCRA loans for the IFR.	1.40	425.00	595.00
01/20/2013	JLK	C300	Assist PwC with the review of SCRA loans for the IFR.	2.30	425.00	977.50
01/22/2013	JLK	C300	Assist PwC with onsite review of SCRA loan files for the IFR.	8.50	425.00	3,612.50
01/23/2013	JLK	C300	Assist PwC with onsite review of SCRA loan files for the IFR.	8.50	425.00	3,612.50
01/24/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	6.20	425.00	2,635.00
01/25/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	1.30	425.00	552.50
01/30/2013	JLK	C300	Review of rebuttals for SCRA loans where observations occurred.	4.10	425.00	1,742.50
01/02/2013	JWM	C200	Researched and drafted borrower remediation memo for South Carolina.	2.30	275.00	632.50
01/02/2013	JWM	C200	Reviewed, analyzed, and responded to second ownership observation responses for CA.	1.90	275.00	522.50
01/03/2013	JWM	C200	Researched and drafted borrower remediation memo for South Carolina.	3.80	275.00	1,045.00
01/04/2013	JWM	C200	Researched and drafted borrower remediation memo for South Carolina.	1.80	275.00	495.00
01/04/2013	JWM	C200	Reviewed, analyzed, and responded to second ownership observation responses for CA. Updated ownership responses tracking chart.	2.60	275.00	715.00
01/07/2013	JWM	C200	Reviewed, analyzed, and responded to ownership observation responses for CA.	7.80	275.00	2,145.00
01/08/2013	JWM	C300	On site with Ally SCRA team.	11.40	275.00	3,135.00
01/09/2013	JWM	C300	On site with Ally SCRA team.	11.70	275.00	3,217.50
01/10/2013	JWM	C300	On site with Ally SCRA team.	11.20	275.00	3,080.00
01/11/2013	JWM	C300	On site with Ally SCRA team.	7.90	275.00	2,172.50
01/14/2013	JWM	C300	On site with Ally SCRA team.	7.40	275.00	2,035.00
01/15/2013	JWM	C300	On site with Ally SCRA team.	9.40	275.00	2,585.00
01/16/2013	JWM	C300	On site with Ally SCRA team.	8.60	275.00	2,365.00
01/17/2013	JWM	C300	On site with Ally SCRA team.	8.20	275.00	2,255.00
01/18/2013	JWM	C300	On site with Ally SCRA team.	7.30	275.00	2,007.50
01/22/2013	JWM	C300	On site with Ally SCRA and Standing teams.	9.80	275.00	2,695.00
01/23/2013	JWM	C300	On site with Ally SCRA and Standing teams.	10.00	275.00	2,750.00
01/24/2013	JWM	C300	On site with Ally SCRA and Standing teams.	8.80	275.00	2,420.00
01/25/2013	JWM	C300	On site with Ally SCRA and Standing teams.	5.00	275.00	1,375.00
01/28/2013	JWM	C100	Ownership reviews tracking.	0.80	275.00	220.00
01/29/2013	JWM	C200	Ally ownership reviews tracking. Reviewed IL second iteration loans for PwC.	3.80	275.00	1,045.00
01/30/2013	JWM	C200	Reviewed IL second iteration loans for PwC.	4.40	275.00	1,210.00
01/31/2013	JWM	C200	Reviewed IL second iteration loans for PwC.	6.60	275.00	1,815.00
01/15/2013	KCF	C200	Nebraska - Legal research regarding remedies for wrongful foreclosure or failure to follow certain required statutory foreclosure requirements. Analysis of issues raised by same.	2.70	300.00	810.00

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01/18/2013	KCF	C200	Nebraska - Analysis of issues regarding potential borrower harm related to failure of the trustee to follow all required statutory foreclosure procedures.	2.40	300.00	720.00
01/29/2013	KCF	C200	Nebraska - Drafting of revisions to borrower harm memorandum.	1.40	300.00	420.00
01/30/2013	KCF	C200	Nebraska - Legal research regarding Nebraska law governing consequences of improperly appointing a successor trustee. Analysis of borrower harm issues. Drafting of revisions to borrower harm memorandum.	3.10	300.00	930.00
01/31/2013	KCF	C200	Nebraska - Drafting of revisions to borrower harm memorandum.	1.80	300.00	540.00
01/02/2013	LCD	C200	Work on remediation for state law violations; discussions with L. Thomas and D. Clarke re same; review work on ownership standing workstream and respond to issues related to same; participate in call with PwC and Federal Reserve Board.	4.20	435.00	1,827.00
01/03/2013	LCD	C200	Continue work on review and revisions to state law remediation for deed of trust states.	3.60	435.00	1,566.00
01/04/2013	LCD	C200	Review status of ownership and SCRA files; participate in planning call with PwC. Review throughput production schedule. Consider proposal and follow-up re same.	2.10	435.00	913.50
01/05/2013	LCD	C300	Review updated SCRA guidance and decision trees from OCC/FRB. Review documents from PwC regarding SCRA testing; email exchange with PwC re categories of findings and review response re same.	2.10	435.00	913.50
01/06/2013	LCD	C400	Prepare for and participate in SCRA call with PwC. Follow-up review of SCRA issues.	2.30	435.00	1,000.50
01/07/2013	LCD	C300	Participate in call with PwC and Ally; call with PwC (J. Odom) re focus of reviews; continue work on state law remediation charts.	3.80	435.00	1,653.00
01/08/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis. Meetings with PwC re review issues.	8.60	435.00	3,741.00
01/09/2013	LCD	C300	Work onsite with PwC on SCRA file reviews and analysis.	12.80	435.00	5,568.00
01/10/2013	LCD	C200	Work onsite with PwC team and review and analysis SCRA files and rebuttals.	10.60	435.00	4,611.00
01/11/2013	LCD	C200	Work onsite with PwC team; review and analyze SCRA files.	6.40	435.00	2,784.00
01/14/2013	LCD	C300	Conduct training for attorneys on SCRA findings and updated guidance; review SCRA files and questions from PwC; Prepare for and participate in call with PwC and Ally. Discuss use of new ownership templates with PwC and issues related to BK standing review.	5.20	435.00	2,262.00
01/15/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis.	9.20	435.00	4,002.00
01/16/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis.	10.30	435.00	4,480.50
01/17/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis. Attend meetings with PwC and Ally.	11.60	435.00	5,046.00

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01/18/2013	LCD	C300	Work on ownership review issues. Address SCRA questions; review Bankruptcy Standing documentation from PwC. Call with PwC regarding BK and State standing streamlining and reviews. Follow-up discussion with D. Clarke on standing reviews. Begin work on building document list for standing.	4.20	435.00 1,827.00
01/22/2013	LCD	C300	Continue work on building file list for all states for standing analysis; meeting with PwC regarding standing; discussions with D. Clarke re: BK standing issues and incorporating same with state law standing review.	4.20	435.00 1,827.00
01/23/2013	LCD	C300	Participate in status call with PwC, Federal Reserve Board, and FDIC; review and analyze SCRA files from PwC. Discuss Bankruptcy standing issues with D. Clarke; revise file build document list; email to PwC with revised file build list for state and bankruptcy standing.	6.80	435.00 2,958.00
01/24/2013	LCD	C300	Call with PwC (A. Boland) to discuss new standing templates and related issues; Review and comment on revised document list from PwC for State and Bankruptcy standing file builds; Discuss revised standing template and BK review with D. Clarke. Exchange with PwC (K. Winacott) regarding status of files for review and return.	3.80	435.00 1,653.00
01/25/2013	LCD	C300	Review ownership issues; call with PwC to discuss BK and State standing/ownership review. Address open SCRA file issues with PwC.	1.10	435.00 478.50
01/28/2013	LCD	C300	Prepare for and participate in call with PwC and Ally; review standing file review issues and research with W. McArthur; review new files in from PwC.	2.40	435.00 1,044.00
01/30/2013	LCD	C200	Review SCRA files.	3.20	435.00 1,392.00
01/31/2013	LCD	C300	Review questions from PwC (A. Boland) on standing templates and document list; review standing template document and return same to PwC; email to PwC (A. Boland) re: Note in possession and wholesale loans.	1.80	435.00 783.00
01/03/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Mississippi and Missouri.	7.40	375.00 2,775.00
01/04/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Missouri.	3.50	375.00 1,312.50
01/07/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Maryland.	8.20	375.00 3,075.00
01/08/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Carolina.	7.90	375.00 2,962.50
01/09/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Carolina and Idaho.	7.60	375.00 2,850.00
01/10/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Tennessee.	7.50	375.00 2,812.50
01/11/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Alaska.	7.70	375.00 2,887.50
01/14/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Oregon and New Mexico.	8.40	375.00 3,150.00

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01/15/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Oregon and New Mexico.	6.40	375.00	2,400.00
01/16/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Washington.	5.20	375.00	1,950.00
01/17/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Washington.	7.80	375.00	2,925.00
01/18/2013	LMT	C200	Research and analyze state law borrower harm categorizations for D.C.	6.50	375.00	2,437.50
01/21/2013	LMT	C200	Research and analyze state law borrower harm categorizations for D.C.	6.90	375.00	2,587.50
01/22/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Maryland and D.C.	7.50	375.00	2,812.50
01/23/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Colorado.	5.60	375.00	2,100.00
01/24/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Nebraska.	3.20	375.00	1,200.00
01/25/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Nebraska and Texas.	7.80	375.00	2,925.00
01/28/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Texas.	6.90	375.00	2,587.50
01/29/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Vermont and Washington.	7.20	375.00	2,700.00
01/30/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Virginia.	5.50	375.00	2,062.50
01/31/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Virginia and Arizona.	6.90	375.00	2,587.50
01/04/2013	LZ	C200	Nebraska - Remediation memo.	4.30	275.00	1,182.50
01/07/2013	LZ	C200	Nebraska - Remediation memo.	5.20	275.00	1,430.00
01/02/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	6.70	275.00	1,842.50
01/02/2013	MHM	C300	Completed and reviewed the remediation chart for New Mexico.	0.40	275.00	110.00
01/03/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	2.80	275.00	770.00
01/04/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.90	275.00	522.50
01/08/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Tennessee and Georgia.	7.90	275.00	2,172.50
01/09/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia, Illinois, Oklahoma, and Wisconsin.	7.30	275.00	2,007.50
01/10/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Tennessee, Georgia, California, New Jersey, and Alabama.	6.30	275.00	1,732.50
01/11/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for CA and OH.	4.10	275.00	1,127.50
01/14/2013	MHM	C300	Reviewed bankruptcy materials to prepare for training session with Pepper Hamilton.	1.90	275.00	522.50
01/15/2013	MHM	C300	Prepared for and participated in orientation training call with Pepper Hamilton regarding Bankruptcy review.	4.40	275.00	1,210.00

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01/16/2013	MHM	C300	Reviewed instructions for bankruptcy review, reviewed portions of a loan file, and prepared for call with Gary Apfel to discuss the review process.	2.70	275.00	742.50
01/16/2013	MHM	C300	Participated in a call with Gary Apfel to discuss the bankruptcy review project.	2.40	275.00	660.00
01/17/2013	MHM	C300	Participated in training call on bankruptcy review procedures with Pepper Hamilton.	1.90	275.00	522.50
01/17/2013	MHM	C300	Reviewed bankruptcy files for the first handoff to determine the stay period.	3.80	275.00	1,045.00
01/18/2013	MHM	C300	Reviewed bankruptcy files to collect information for the first handoff regarding the stay period.	5.60	275.00	1,540.00
01/22/2013	MHM	C300	Reviewed and analyzed bankruptcy files to respond to questions for the first handoff regarding the stay period.	6.20	275.00	1,705.00
01/24/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	0.90	275.00	247.50
01/24/2013	MHM	C300	Reviewed bankruptcy files to determine the stay period for the first handoff.	0.90	275.00	247.50
01/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for TN and IL.	1.90	275.00	522.50
01/29/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay review period for handoff 1.	1.90	275.00	522.50
01/29/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.00	275.00	275.00
01/30/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	4.50	275.00	1,237.50
01/31/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	6.00	275.00	1,650.00
01/03/2013	MSM	C300	Ownership review - Georgia.	0.80	400.00	320.00
01/04/2013	MSM	C300	Ownership review - California.	2.30	400.00	920.00
01/08/2013	MSM	C300	Ownership review - various states.	0.80	400.00	320.00
01/09/2013	MSM	C300	Ownership review - various states.	0.50	400.00	200.00
01/10/2013	MSM	C300	Ownership review - Tennessee.	3.80	400.00	1,520.00
01/11/2013	MSM	C300	Ownership review.	4.00	400.00	1,600.00
01/14/2013	MSM	C300	Ownership review and SCRA review.	2.40	400.00	960.00
01/15/2013	MSM	C300	On site SCRA review.	10.50	400.00	4,200.00
01/16/2013	MSM	C300	On site SCRA review.	9.00	400.00	3,600.00
01/24/2013	MSM	C300	Ownership review.	0.40	400.00	160.00
01/29/2013	MSM	C300	Ownership review.	1.50	400.00	600.00
01/03/2013	PLC	C200	Revising Alaska remediation memo.	0.90	275.00	247.50
01/04/2013	PLC	C200	Revising Alaska remediation memo.	2.30	275.00	632.50
01/02/2013	SJB	C300	Review and analyze Florida ownership observations; telephone call with L. DeLessio regarding ownership review.	2.20	475.00	1,045.00
01/03/2013	SJB	C300	Review and analyze Florida ownership observations and discuss same with M. MacKenzie.	2.70	475.00	1,282.50
01/04/2013	SJB	C300	Review and analyze Florida ownership observations and discuss same with L. DeLessio and M. MacKenzie; discuss California ownership issues with W. McArthur and M. Musselman.	2.80	475.00	1,330.00

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01/06/2013	SJB	C300	Review 1.4.13 batch of ownership files and distribute files to review team.	1.20	475.00	570.00
01/07/2013	SJB	C300	Review and analyze Connecticut and Florida ownership observations and discuss same with E. Mulligan.	2.30	475.00	1,092.50
01/08/2013	SJB	C300	Review and analyze ownership observations for Florida, Kansas, and Tennessee and discuss same with M. MacKenzie and E. Mulligan.	1.80	475.00	855.00
01/09/2013	SJB	C300	Analyze and discuss ownership issues for Georgia, South Carolina and Tennessee with E. Mulligan and M. MacKenzie.	1.80	475.00	855.00
01/10/2013	SJB	C300	Review, analyze, and revise responses to ownership observations for IN, KS, LA, NJ, NY, PA, OH, OK, SC, WI.	8.20	475.00	3,895.00
01/11/2013	SJB	C300	Review, analyze and revise responses to ownership observations for FL, PA, OH, and SC; discuss same with M. MacKenzie.	2.80	475.00	1,330.00
01/14/2013	SJB	C300	Review SCRA issues with L. DeLessio; review and analyze ownership issues.	3.20	475.00	1,520.00
01/15/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	3.30	475.00	1,567.50
01/16/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	1.80	475.00	855.00
01/22/2013	SJB	C300	Work onsite with PwC in Fort Washington on SCRA and BK Standing workstreams.	8.20	475.00	3,895.00
01/23/2013	SJB	C300	Work onsite with PwC in Fort Washington on SCRA and BK standing review workstreams.	8.50	475.00	4,037.50
01/24/2013	SJB	C300	Work onsite with PwC in Fort Washington on SCRA and BK standing review workstreams.	8.40	475.00	3,990.00
01/25/2013	SJB	Ad	Travel from Fort Washington, PA to Washington, DC.	2.00	475.00	950.00
01/29/2013	SJB	C300	Review 1.29.13 batch of ownership files; review FL ownership files.	1.20	475.00	570.00
01/30/2013	SJB	C300	Analyze issues related to Florida and Illinois ownership review and discuss same with M. MacKenzie and W. McArthur.	1.60	475.00	760.00
01/31/2013	SJB	C300	Review and analyze Florida and Illinois ownership issues.	1.30	475.00	617.50
Total Fees for this Matter				862.30		\$317,845.50

Disbursements

01/14/2013	LCD	Travel Expenses- Travel to Washington for Ally visit 11/29/12.	70.00	1.00	70.00
01/14/2013	LCD	Travel Expenses - Travel to Ft. Washington for Ally visit January 8-11, 2013.	639.77	1.00	639.77
01/23/2013	JLK	Travel Expenses-Travel to Philadelphia, PA on January 8-10, 2013.	2,009.80	1.00	2,009.80
01/24/2013	LCD	Travel Expenses- Travel to Alley in Ft. Washington, PA: January 15-17, 2013.	570.70	1.00	570.70
01/29/2013	CCS	Travel Expenses - Travel to Ft. Washington, PA for Ally visit January 15-18, 2013.	1,140.02	1.00	1,140.02
01/29/2013	JWM	Travel Expenses - Travel to Ft. Washington, PA for Ally visit January 8-10, 2013.	639.36	1.00	639.36

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2952-003			Invoice No:		43489
Ally Bank			Invoice Date:		02/08/2013
01/29/2013	SJB	Travel Expenses - Travel to Ft. Washington, PA January 22-24, 2013 for meetings with Ally Bank.	799.89	1.00	799.89
01/30/2013	JLK	Travel Expenses - Travel to Philadelphia, PA on January 14-17, 2013 for Ally Trip.	2,433.09	1.00	2,433.09
01/31/2013	DFC	Travel Expenses - Travel to Ally Bank in Philadelphia, PA on January 21-25, 2013.	2,526.61	1.00	2,526.61
01/31/2013	JWM	Travel Expenses - Travel to Ft. Washington, PA for Ally visit January 14-17, 2013.	948.00	1.00	948.00
01/31/2013	JWM	Travel Expenses - Travel to Ft. Washington, PA for Ally visit January 22-25, 2013.	587.59	1.00	587.59
Total Disbursements for this Matter			12,364.83		\$12,364.83

Total Amount Due on this Invoice

\$330,210.33

Timekeeper Summary

Timekeeper Name	Hours	Rate	Amount
Adel James Chareq	1.80	575.00	\$1,035.00
Clayton C Swears	34.40	275.00	\$9,460.00
Crystal L Gray	3.90	275.00	\$1,072.50
Dana F Clarke	66.00	455.00	\$30,030.00
Eric D Mulligan	19.40	275.00	\$5,335.00
Jeffrey L King	113.60	425.00	\$48,280.00
Webb McArthur	152.50	275.00	\$41,937.50
Katherine C Fisher	11.40	300.00	\$3,420.00
Lisa C DeLessio	120.30	435.00	\$52,330.50
Lauren M Thomas	141.60	375.00	\$53,100.00
Latif Zaman	9.50	275.00	\$2,612.50
Matthew MacKenzie	83.40	275.00	\$22,935.00
Meghan S Musselman	36.00	400.00	\$14,400.00
Peter L Cockrell	3.20	275.00	\$880.00
Sharon J Bangert	65.30	475.00	\$31,017.50
Totals	862.30		\$317,845.50

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Hudson Cook, LLP

7250 Parkway Drive, 5th Floor
Hanover, MD 21076-1343
Telephone: (410) 684-3200 Fax: (410) 684-2001
FEIN 52-2001482
Billing Inquiries (410) 865-5414

March 12, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 44022
Reference No. 2952-003 LCD

ForeclosureReview Legal Advice

Professional Services

For services rendered for period through 02/28/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

ForeclosureReview Legal Advice

003

Fees

02/01/2013	DFC	C300	Review summary of stay violations prepared by Pepper Hamilton for Sewitt for standing issues; email to L. Delessio regarding same.	1.30	455.00	591.50
02/01/2013	JLK	C300	Respond to SCRA Rebuttals for PwC as part of the Ally/GMAC IFR.	7.10	425.00	3,017.50
02/01/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	7.60	275.00	2,090.00
02/01/2013	LCD	C300	Review and analyze new SCRA files; Call with PwC to address standing questions and issues; discuss standing issues with S. Bangert; address issues related to new standing file delivery.	4.10	435.00	1,783.50
02/01/2013	LMT	C200	Research and analyze state law borrower harm categorizations for California and Montana.	6.50	375.00	2,437.50
02/01/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for NJ, GA, KY, and TN.	3.20	275.00	880.00
02/01/2013	SJB	C300	Review and analyze responses to ownership observations; telephone call with L. DeLessio regarding status of ownership review.	1.80	475.00	855.00
02/04/2013	DFC	C400	Prepare for and attend weekly telephone conference status and issues call with GMAC; follow-up discussion with G. Apfel and L. Delessio regarding standing responsibility issues.	1.90	455.00	864.50
02/04/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	4.20	275.00	1,155.00
02/04/2013	LCD	C300	Prepare for and participate in call with PwC and GMAC; address standing file review legal issues.	2.20	435.00	957.00

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2952-003				Invoice No:		44022
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02/04/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Montana and Alabama.	6.50	375.00	2,437.50
02/04/2013	SJB	C300	Attention to ownership issues, including nonholder in possession analysis.	0.70	475.00	332.50
02/05/2013	JLK	C300	Revise and deliver SCRA loan files for the IFR.	1.20	425.00	510.00
02/05/2013	LCD	C300	Review and analyze SCRA files; analyze file standing review issues.	3.10	435.00	1,348.50
02/05/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Alabama and Arkansas.	7.40	375.00	2,775.00
02/05/2013	SJB	C300	Analyze and discuss ownership issues with L. DeLessio and M. Musselman.	1.00	475.00	475.00
02/06/2013	DFC	C400	Prepare for and attend conference call with FRB and PwC.	1.00	455.00	455.00
02/06/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	4.90	275.00	1,347.50
02/06/2013	LCD	C400	Participate in call with PwC, FRB and FDIC; address standing questions from PwC; analyze standing files; work on alternative document list for standing.	3.40	435.00	1,479.00
02/06/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Arkansas and Georgia.	5.40	375.00	2,025.00
02/06/2013	MHM	C300	Conference call with Sharon Bangert and Webb McArthur to discuss foreclosure file review.	0.60	275.00	165.00
02/06/2013	SJB	C300	Review and analyze responses to ownership observations; telephone call with W. McArthur and M. MacKenzie regarding nonholder in possession analysis.	2.80	475.00	1,330.00
02/07/2013	DFC	C300	Review email from J. King regarding SCRA issues and telephone discussion with L. Delessio regarding same.	1.30	455.00	591.50
02/07/2013	JLK	C300	Review of SCRA loan files - 2nd Review and Rebuttals as requested by PwC.	8.70	425.00	3,697.50
02/07/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.40	275.00	1,760.00
02/07/2013	LCD	C300	Work on alternative documentation list for standing in all states; exchanges with PwC regarding same; review additional information from PwC and address questions from PwC. Review and address SCRA file review issues.	4.20	435.00	1,827.00
02/07/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Georgia and Massachusetts.	7.20	375.00	2,700.00
02/07/2013	MHM	C300	Conducted statutory and case law research regarding standing to foreclose in Florida as a nonholder in possession with a rights of a holder.	2.60	275.00	715.00
02/07/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay review period for handoff 1.	2.20	275.00	605.00
02/07/2013	SJB	C300	Analyze note in possession issues for ownership review.	0.50	475.00	237.50
02/08/2013	DFC	C400	Telephone discussion with G. Apfel regarding BK standing handoffs; review and provide comments to draft email to Scott Goldman regarding same.	0.90	455.00	409.50
02/08/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	4.30	275.00	1,182.50

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02/08/2013	LCD	C300	Work on standing issues; prepare for and participate in call with PwC.	1.80 435.00	783.00
02/08/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Massachusetts and New Hampshire.	6.10 375.00	2,287.50
02/08/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay.	1.80 275.00	495.00
02/08/2013	MSM	C300	Review ownership files.	0.80 400.00	320.00
02/08/2013	SJB	C300	Review and analyze responses to ownership observations; telephone call with L. DeLessio and M. Musselman regarding note in possession issues.	2.40 475.00	1,140.00
02/11/2013	FHB	C200	Review of recent Maine Supreme Judicial Court and Massachusetts Supreme Judicial Court decisions regarding standing in foreclosure proceedings. Email to D. Clarke and L. Delessio regarding the same.	1.30 300.00	390.00
02/11/2013	KCF	C200	Alabama - Legal research regarding borrower harm issues and drafting of revised state law chart.	2.10 300.00	630.00
02/11/2013	LCD	C400	Prepare for and participate in call with PwC and GMAC.	1.10 435.00	478.50
02/11/2013	LMT	C200	Research and analyze state law borrower harm categorizations for New Hampshire and Rhode Island.	7.40 375.00	2,775.00
02/11/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.30 275.00	357.50
02/11/2013	SJB	C300	Analyze ownership issues regarding nonholder in possession.	0.80 475.00	380.00
02/12/2013	JWM	C300	Reviewed, analyzed, and responded to CA ownership observations for PwC.	3.80 275.00	1,045.00
02/12/2013	LCD	C300	Call with PwC to discuss standing questions; follow-up research re standing matters.	2.40 435.00	1,044.00
02/12/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Rhode Island and Minnesota.	6.90 375.00	2,587.50
02/12/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.60 275.00	440.00
02/12/2013	SJB	C300	Review and analyze ownership issues.	1.70 475.00	807.50
02/13/2013	JWM	C300	Reviewed, analyzed, and responded to CA ownership observations for PwC.	4.30 275.00	1,182.50
02/13/2013	LCD	C300	Participate in call with FRB, FDIC and PwC; Call with PwC to review standing file reviews, documentation and bankruptcy file reviews.	2.40 435.00	1,044.00
02/13/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	3.20 275.00	880.00
02/13/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.00 275.00	275.00
02/13/2013	MSM	C300	Ownership review.	0.80 400.00	320.00
02/13/2013	SJB	C300	Conference call with PwC and L. DeLessio regarding bankruptcy standing review.	1.30 475.00	617.50

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02/13/2013	SJB	C300	Review and analyze issues related to ownership observations and discuss same with L. DeLessio.	2.20	475.00	1,045.00
02/14/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.10	275.00	1,677.50
02/14/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay.	3.60	275.00	990.00
02/14/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	3.90	275.00	1,072.50
02/14/2013	MHM	C300	Participated in a conference call regarding changes to the bankruptcy stay review process.	2.00	275.00	550.00
02/14/2013	SJB	C300	Analyze issues for ownership review and discuss same with M. MacKenzie and W. McArthur.	0.80	475.00	380.00
02/15/2013	DFC	C300	Review email from L. Delessio with title issue examples from PWC and telephone discussion regarding same with Lisa; review email from S. Moyer regarding standing fact assumption clarifications.	1.80	455.00	819.00
02/15/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	5.70	275.00	1,567.50
02/15/2013	LCD	C300	Prepare for and participate in status call with PwC; address follow-up items.	1.70	435.00	739.50
02/15/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	5.80	275.00	1,595.00
02/15/2013	MSM	C300	Ownership review.	3.00	400.00	1,200.00
02/15/2013	SJB	C300	Review and analyze issues related to ownership observations.	1.40	475.00	665.00
02/16/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	5.30	275.00	1,457.50
02/17/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.50	275.00	412.50
02/17/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	2.90	275.00	797.50
02/18/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	3.50	275.00	962.50
02/18/2013	LCD	C300	Review and analyze SCRA files. Address standing file questions.	3.40	435.00	1,479.00
02/18/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Minnesota.	7.30	375.00	2,737.50
02/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	3.80	275.00	1,045.00
02/19/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.30	275.00	1,732.50
02/19/2013	LCD	C300	Address standing issues from PwC and related to file reviews.	2.20	435.00	957.00
02/19/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Wyoming.	6.80	375.00	2,550.00
02/19/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	8.30	275.00	2,282.50
02/19/2013	MHM	C300	Conference call with Sharon Bangert, Webb McArthur, and Meghan Musselman to discuss standing file reviews.	0.40	275.00	110.00

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02/19/2013	MSM	C300	Ownership review.	0.40	400.00	160.00
02/19/2013	SJB	C300	Review and analyze responses to ownership observations and discuss same with M. Musselman, W. McArthur, and M. MacKenzie.	2.40	475.00	1,140.00
02/20/2013	DFC	C300	Attend weekly conference call with GMAC, PWC, and Pepper regarding workstream status and related issues.	0.90	455.00	409.50
02/20/2013	JLK	C300	Responded to question from PwC re implementation of regulator guidance into SCRA questions.	3.10	425.00	1,317.50
02/20/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.40	275.00	1,760.00
02/20/2013	LCD	C300	Participate in call with PwC, Federal Reserve Board and FDIC; Prepare for and participate in weekly status conference with PwC. Follow-up regarding standing reviews for Bankruptcy files.	2.10	435.00	913.50
02/20/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois.	4.40	375.00	1,650.00
02/20/2013	MHM	C300	Reviewed bankruptcy dockets to determine the duration of the stay period and any modifications to the stay.	4.20	275.00	1,155.00
02/20/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia and Tennessee.	3.00	275.00	825.00
02/20/2013	MHM	C300	Entered time spent reviewing bankruptcy files into Sharepoint.	0.40	275.00	110.00
02/20/2013	MSM	C300	Ownership review.	5.00	400.00	2,000.00
02/20/2013	SJB	C300	Review and analyze responses to ownership observations; discuss ownership issues with M. Musselman and W. McArthur.	4.60	475.00	2,185.00
02/21/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	10.80	275.00	2,970.00
02/21/2013	LCD	C300	Call with PwC regarding standing issues and files; follow-up discussion with S. Bangert regarding same.	1.40	435.00	609.00
02/21/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois and Iowa.	7.20	375.00	2,700.00
02/21/2013	MHM	C300	Reviewed and revised responses to PWC's ownership observations for Florida and Georgia.	2.00	275.00	550.00
02/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Tennessee.	2.30	275.00	632.50
02/21/2013	MHM	C300	Participated in a conference call with Pepper Hamilton attorneys to discuss the bankruptcy stay review process and updated bankruptcy file review on Sharepoint.	2.40	275.00	660.00
02/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for New Jersey.	1.30	275.00	357.50
02/21/2013	MSM	C300	Ownership review.	1.00	400.00	400.00
02/21/2013	SJB	C300	Review and analyze responses to ownership observations; discuss ownership issues with L. DeLessio.	5.30	475.00	2,517.50
02/22/2013	DFC	C400	Review email correspondence from S. Moyer regarding standing review and exchange emails	0.80	455.00	364.00

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			with L. Delessio regarding PWC factual assumptions; follow-up telephone discussion with L. Elessio regarding same.		
02/22/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.70	275.00 1,842.50
02/22/2013	LCD	C300	Exchange with PwC re open standing issues and review PwC responses to same.	0.40	435.00 174.00
02/22/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida, New Jersey, Kansas, and Kentucky.	5.10	275.00 1,402.50
02/22/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	0.80	275.00 220.00
02/22/2013	SJB	C300	Review and analyze responses to ownership observations; discuss ownership issues with L. DeLessio.	2.60	475.00 1,235.00
02/25/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.50	275.00 1,787.50
02/25/2013	LCD	C300	Work on issues related to standing review and analysis; review documentation from GMAC re standing.	2.40	435.00 1,044.00
02/25/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Iowa.	4.30	375.00 1,612.50
02/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida, New Jersey, Kentucky, Kansas, and Connecticut.	6.90	275.00 1,897.50
02/25/2013	SJB	C300	Review and analyze responses to ownership observations and related issues.	2.30	475.00 1,092.50
02/26/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	7.70	275.00 2,117.50
02/26/2013	LCD	C300	Call with PwC re: ownership questions and outstanding issues; review questions from PwC; research and address ownership file review issues.	2.80	435.00 1,218.00
02/26/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Connecticut and Florida.	7.20	375.00 2,700.00
02/26/2013	MHM	C300	Reviewed and revised responses to PWC's ownership observations for Florida and Kentucky. Reviewed, analyzed, and responded to PWC's ownership observations for Georgia, New Mexico, and Iowa.	7.60	275.00 2,090.00
02/26/2013	SJB	C300	Analyze issues related to ownership review and discuss same with M. MacKenzie and W. McArthur.	1.40	475.00 665.00
02/27/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	5.00	275.00 1,375.00
02/27/2013	LCD	C200	Review and research standing issues and file review issues.	2.40	435.00 1,044.00
02/27/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Florida and New York.	6.30	375.00 2,362.50
02/27/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Iowa and North Carolina.	5.90	275.00 1,622.50
02/27/2013	SJB	C300	Review and analyze responses to ownership	3.60	475.00 1,710.00

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Ally Bank Invoice Date: 03/12/2013

02/28/2013	DFC	C300	observations and related issues. Telephone discussion with L. Delessio regarding REIT standing review analysis and applicable facts; review and exchange email correspondence regarding same.	1.30	455.00	591.50
02/28/2013	DFC	C300	Attention to and drafting Hudco interim fee application; telephone conference with G. Apfel and M. Alexsy regarding same.	2.80	455.00	1,274.00
02/28/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	7.40	275.00	2,035.00
02/28/2013	LCD	C200	Review and address standing issues related to trusts; outline additional information needed.	3.20	435.00	1,392.00
02/28/2013	LMT	C200	Research and analyze state law borrower harm categorizations for New York and Kentucky.	7.10	375.00	2,662.50
02/28/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	0.80	275.00	220.00
02/28/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for South Dakota, North Carolina, Texas, and Tennessee, and conducted research on the treatment of servicers as nonholders with the rights of a holder in North Carolina.	5.80	275.00	1,595.00
02/28/2013	SJB	C300	Review and analyze responses to ownership observations; address ownership issues with L. DeLessio.	2.30	475.00	1,092.50
Total Fees for this Matter				452.20		\$157,602.00

Disbursements

02/13/2013	JLK	Travel Expenses - Travel to Ally Bank in Philadelphia, PA on January 21-24, 2013.	2,521.90	1.00	2,521.90
02/13/2013	MSM	Travel Expenses - Travel to Ally Bank in Prussia, PA on January 15-16, 2013.	506.70	1.00	506.70
Total Disbursements for this Matter			3,028.60		\$3,028.60

Total Amount Due on this Invoice

\$160,630.60

Timekeeper Summary

Timekeeper Name	Hours	Rate	Amount
Frank H Bishop	1.30	300.00	\$390.00
Katherine C Fisher	2.10	300.00	\$630.00
Lauren M Thomas	104.00	375.00	\$39,000.00
Matthew MacKenzie	103.50	275.00	\$28,462.50
Webb McArthur	107.60	275.00	\$29,590.00
Dana F Clarke	14.00	455.00	\$6,370.00
Jeffrey L King	20.10	425.00	\$8,542.50
Lisa C DeLessio	46.70	435.00	\$20,314.50

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2952-003

Ally Bank

Invoice No:

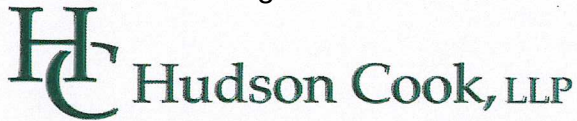
44022

Invoice Date:

03/12/2013

Meghan S Musselman	11.00	400.00	\$4,400.00
Sharon J Bangert	41.90	475.00	\$19,902.50
Totals	452.20		\$157,602.00

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6 Hutton Centre Drive, Suite 840, Santa Ana, California 92707
(714) 263-0420 • (800) 390-8288 • Fax: (714) 263-0428
www.hudco.com

Offices in: California, Connecticut, Maine, Maryland, Massachusetts, Michigan, New York,
Ohio, Oklahoma, Pennsylvania, Tennessee, Virginia and Washington, DC

Catharine S. Andricos	†^	Jeffrey L. King	**
Sharon J. Bangert	*^	Daniel J. Laudicina	*
Michael A. Benoit	†^	Wingrove S. Lynton	*
Catherine M. Brennan	*◇^	Joseph E. Mayk	^■
Thomas J. Buiteweg	○	Timothy P. Meredith	†◇
A. James Chareq	□<	Nicole F. Munro	*
Dana F. Clarke	†>◆	Meghan S. Musselman	*
Robert A. Cook	*	L. Jean Noonan	*
Patricia E.M. Covington	**	Thomas P. Quinn, Jr.	◆
David S. Darland	**^	Geoffrey C. Rogers	◇
Lisa C. DeLessio	**^	Aline C. Ryan	*
Lori A. Desjardins	▽◆	Angela Maynard Shovein	○+
Charles F. Dodge	*	H. Blake Sims	○◆
Anne P. Fortney	^▲	Ryan S. Stinneford	▽◆
Michael A. Goodman	**	Clayton C. Swears	**
Ronald D. Gorsline	◆	Alicia H. Tortarolo	†
Justin B. Hosie	●	Daniel O'C. Tracy, Jr.	*★
Thomas B. Hudson	*^	Joel C. Winston	○
Eric L. Johnson	□	Elizabeth C. Yen	>

Admitted in:

California	†	Hawaii	▲	Massachusetts	◆	Ohio	+
Connecticut	>	Illinois	□	Michigan	○	Pennsylvania	^
District of Columbia	^	Indiana	<	New York	◇	Tennessee	◆
Florida	●	Maine	▽	New Jersey	■	Virginia	**
Georgia	○	Maryland	*	Oklahoma	□	Partner Emeritus	★

April 25, 2013

VIA FEDERAL EXPRESS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Residential Capital, LLC
1100 Virginia Dr.
Ft. Washington, Pennsylvania, 19034
Attn: Tammy Hamzehpour

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (as amended and extended the "Order"),

April 25, 2013

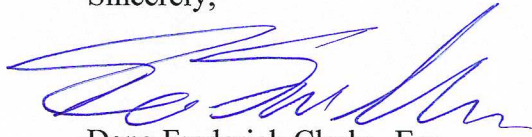
Page 2

enclosed please find Hudson Cook, LLP's monthly fee statement for the period March 1, 2013 through March 31, 2013 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on April 26, 2013.

In the absence of a timely objection, the Debtors shall pay \$178,426.40, an amount equal to 80% of the fees ($\$178,426.40 = \$223,033.00 \times 0.80$) being requested in the Statement.

Objections to the Statements are due by May 16, 2013.

Sincerely,



Dana Frederick Clarke, Esq.

Encl.

Hudson Cook, LLP

7250 Parkway Drive, 5th Floor
Hanover, MD 21076-1343
Telephone: (410) 684-3200 Fax: (410) 684-2001
FEIN 52-2001482
Billing Inquiries (410) 865-5414

April 15, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 45131
Reference No. 2952-003 LCD

Foreclosure Review Legal Advice

Professional Services

For services rendered for period through 03/31/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

Foreclosure Review Legal Advice

003

Fees

03/01/2013	DFC	C300	Telephone conference regarding uniform BK standing response; attend PWC status conference call.	2.10	455.00	955.50
03/01/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.00	275.00	1,925.00
03/01/2013	LCD	C300	Prepare for and participate in call with PwC; meeting with reviewers regarding ownership and standing issues; follow-up re same.	3.30	435.00	1,435.50
03/01/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Iowa.	6.80	375.00	2,550.00
03/01/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.10	275.00	302.50
03/01/2013	MHM	C300	Participated in a conference call to discuss assumptions for the foreclosure review and coordinated with Webb McArthur regarding logistics.	1.50	275.00	412.50
03/01/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for North Carolina.	0.80	275.00	220.00
03/01/2013	MSM	C300	Ownership review.	4.10	400.00	1,640.00
03/01/2013	SJB	C300	Review, analyze and revise responses to ownership observations; review and revise template ownership responses regarding note in possession information and email to L.. DeLessio regarding same.	2.60	475.00	1,235.00
03/04/2013	JWM	C200	Reviewed, summarized, and responded to	8.70	275.00	2,392.50

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2952-003			Invoice No: 45131		
Ally Bank			Invoice Date: 04/15/2013		
03/04/2013	LCD	C300	ownership observations for various states for PwC. Prepare for and participate in call with GMAC and PwC. Prepare report. Address standing issues; meeting with attorneys to discuss standing issues.		
03/04/2013	LMT	C200	4.20	435.00	1,827.00
03/04/2013	MHM	C300	Research and analyze state law borrower harm categorizations for West Virginia and Kansas. Conducted research on a nonholder's right to enforce an instrument in North Carolina and Florida, and reviewed, analyzed, and responded to PWC's ownership observations for Florida.		
03/04/2013	MSM	C300	7.40	375.00	2,775.00
03/04/2013	SJB	C300	7.50	275.00	2,062.50
03/04/2013	MSM	C300	Ownership review.		
03/04/2013	SJB	C300	3.30	400.00	1,320.00
03/05/2013	JWM	C200	Review, analyze and revise responses to ownership observations; confer with L. DeLessio and M. MacKenzie regarding same.		
03/05/2013	LCD	C200	3.30	475.00	1,567.50
03/05/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.		
03/05/2013	LCD	C200	8.40	275.00	2,310.00
03/05/2013	LMT	C200	Review and edit Pennsylvania standing analysis; address standing questions and issues; review and analyze files.		
03/05/2013	LMT	C200	3.40	435.00	1,479.00
03/05/2013	LMT	C200	Research and analyze state law borrower harm categorizations for West Virginia and New York.		
03/05/2013	MHM	C300	6.90	375.00	2,587.50
03/05/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.		
03/05/2013	MSM	C300	9.60	275.00	2,640.00
03/05/2013	MSM	C300	Ownership review.		
03/05/2013	SJB	C300	3.00	400.00	1,200.00
03/06/2013	JWM	C200	Review, analyze and revise responses to ownership observations; confer with L. DeLessio, W. McArthur and M. MacKenzie regarding same.		
03/06/2013	JWM	C200	7.60	475.00	3,610.00
03/06/2013	LCD	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.		
03/06/2013	LCD	C300	7.00	275.00	1,925.00
03/06/2013	LCD	C300	Review and analyze files for standing; address questions and issues related to findings in Pennsylvania and case law review; review questions from PwC and research responses to same. Provide update analysis of progress tracking information request by GMAC.		
03/06/2013	LMT	C200	4.80	435.00	2,088.00
03/06/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Nevada and Connecticut.		
03/06/2013	LMT	C200	5.30	375.00	1,987.50
03/06/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.		
03/06/2013	MHM	C300	7.10	275.00	1,952.50
03/06/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.		
03/06/2013	MHM	C300	2.30	275.00	632.50
03/06/2013	SJB	C300	Review, analyze and revise responses to ownership observations.		
03/06/2013	SJB	C300	3.40	475.00	1,615.00
03/07/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.		
03/07/2013	JWM	C200	9.70	275.00	2,667.50
03/07/2013	LCD	C300	Review and analyze files for standing to foreclose; address questions and issues related to standing; work on file reconciliation issues with PwC; communications with PwC regarding standing issues and additional facts needed.		
03/07/2013	LCD	C300	6.20	435.00	2,697.00
03/07/2013	LMT	C200	Research and analyze state law borrower harm categorizations D.C. and Connecticut.		
03/07/2013	LMT	C200	7.60	375.00	2,850.00

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2952-003				Invoice No:		45131
Ally Bank				Invoice Date:		04/15/2013
03/07/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	5.30	275.00	1,457.50
03/07/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.90	275.00	1,072.50
03/07/2013	MSM	C300	Ownership review.	3.50	400.00	1,400.00
03/07/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	5.60	475.00	2,660.00
03/08/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.80	275.00	2,145.00
03/08/2013	LCD	C300	Prepare for and participate in weekly call with PwC. Address standing questions regarding standing issues; Review and analyze standing files	5.60	435.00	2,436.00
03/08/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Iowa.	6.40	375.00	2,400.00
03/08/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.10	275.00	302.50
03/08/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for TN, GA, NJ, and KY.	2.70	275.00	742.50
03/08/2013	MSM	C300	Ownership review.	2.50	400.00	1,000.00
03/08/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	2.90	475.00	1,377.50
03/09/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Kansas and Kentucky.	2.60	275.00	715.00
03/11/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.90	275.00	1,897.50
03/11/2013	LCD	C300	Review file status; prepare ownership progress chart; address ownership standing questions; email to S. Goldman; participate in call with GMAC and PwC; discuss status of state law harm memos.	3.40	435.00	1,479.00
03/11/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Dakota and Vermont.	7.80	375.00	2,925.00
03/11/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Tennessee.	2.90	275.00	797.50
03/11/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	5.40	275.00	1,485.00
03/11/2013	SJB	C300	Review and analyze issues related to ownership observations.	0.90	475.00	427.50
03/12/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.30	275.00	2,007.50
03/12/2013	LCD	C300	Review and address standing issues; review and analyze files; review borrower harm remediation memo issues.	4.20	435.00	1,827.00
03/12/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois and Tennessee.	7.20	375.00	2,700.00
03/12/2013	MHM	C300	Participated in a conference call to discuss updates to the bankruptcy review process.	1.60	275.00	440.00
03/12/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for TX, SD, IA, NM, GA, OH, and TN.	6.10	275.00	1,677.50

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03/12/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	5.80	475.00	2,755.00
03/13/2013	CSA	C300	Phone call with Lauren Thomas re: remediation categorization. Review PMF and model response re: same.	1.20	300.00	360.00
03/13/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.70	275.00	1,842.50
03/13/2013	LCD	C300	Participate in call with Federal Reserve Board; review and analyze Arizona ownership files; address ownership issues.	2.80	435.00	1,218.00
03/13/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois and Tennessee.	6.80	375.00	2,550.00
03/13/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for OH, NC, TN, and GA.	6.40	275.00	1,760.00
03/13/2013	MSM	C300	Ownership review.	4.50	400.00	1,800.00
03/13/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	6.40	475.00	3,040.00
03/14/2013	CSA	C300	Meet with Lauren Thomas and Lisa Delessio re: remediation surveys. Review and revise Illinois survey.	5.50	300.00	1,650.00
03/14/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.40	275.00	2,035.00
03/14/2013	LCD	C300	Work on Illinois Borrower Financial Remediation Framework and discuss issues with C. Andricos and L. Thomas; address ownership issues.	2.10	435.00	913.50
03/14/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois.	4.60	375.00	1,725.00
03/14/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.30	275.00	632.50
03/14/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for NC, TN, and GA.	6.00	275.00	1,650.00
03/14/2013	MSM	C300	Ownership review.	5.50	400.00	2,200.00
03/14/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	7.50	475.00	3,562.50
03/15/2013	CSA	C300	Review and revise Illinois remediation survey. Phone call with Lauren Thomas re: same.	0.80	300.00	240.00
03/15/2013	DFC	C400	Prepare January and February BK fee filings and email same to Mary-Ellen Alexy for service.	1.30	455.00	591.50
03/15/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.80	275.00	1,870.00
03/15/2013	LCD	C300	Address standing questions and issues; review file delivery status.	1.20	435.00	522.00
03/15/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois.	6.20	375.00	2,325.00
03/15/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	4.50	275.00	1,237.50
03/15/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.80	275.00	495.00
03/15/2013	MSM	C300	Ownership review.	3.00	400.00	1,200.00

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2952-003				Invoice No:		45131
Ally Bank				Invoice Date:		04/15/2013
03/15/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	5.60	475.00	2,660.00
03/17/2013	LCD	C300	Review and analyze standing for Arizona files.	2.80	435.00	1,218.00
03/18/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.10	275.00	1,677.50
03/18/2013	LCD	C300	Complete research and revise Arizona standing memo; Address standing questions; prepare ownership progress chart for GMAC; participate in call with GMAC and PwC.	3.20	435.00	1,392.00
03/18/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Tennessee.	6.60	375.00	2,475.00
03/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida, Kentucky, and Georgia.	5.00	275.00	1,375.00
03/18/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.30	275.00	357.50
03/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.50	275.00	412.50
03/18/2013	SJB	C300	Review and analyze issues related to ownership observations.	1.80	475.00	855.00
03/19/2013	DFC	C300	Prepare for weekly status conference call; telephone discussion with L. Delessio and G. Apfel regarding same.	0.90	455.00	409.50
03/19/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.40	275.00	2,035.00
03/19/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Tennessee and Kentucky.	5.40	375.00	2,025.00
03/19/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for GA, CO, and FL.	7.00	275.00	1,925.00
03/19/2013	SJB	C300	Review and analyze issues related to ownership observations; confer with L. DeLessio regarding same.	1.80	475.00	855.00
03/20/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	5.70	275.00	1,567.50
03/20/2013	LCD	C300	Review questions from PwC on standing; address questions on standing issues.	0.90	435.00	391.50
03/20/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Tennessee and Ohio.	4.80	375.00	1,800.00
03/20/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	3.50	275.00	962.50
03/20/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.70	275.00	742.50
03/21/2013	CSA	C200	Review and revise IL, TN and KY remediation surveys. Phone call with Lisa Delessio and Lauren Thomas re: same.	5.20	300.00	1,560.00
03/21/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	8.10	275.00	2,227.50
03/21/2013	KCF	C200	Hawaii - Analysis of issues regarding memorandum of Hawaii borrower remediation issues.	0.50	300.00	150.00
03/21/2013	LCD	C300	Address ownership issues.	1.40	435.00	609.00

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2952-003				Invoice No:		45131
Ally Bank				Invoice Date:		04/15/2013
03/21/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Arizona.	7.10	375.00	2,662.50
03/21/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.90	275.00	522.50
03/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for FL, GA, and CO.	3.10	275.00	852.50
03/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Ohio.	0.80	275.00	220.00
03/21/2013	MSM	C300	Ownership review.	4.50	400.00	1,800.00
03/21/2013	SJB	C300	Review, analyze and revise responses to ownership observations; review information from A. Boland regarding ownership fact template updates.	7.30	475.00	3,467.50
03/22/2013	CSA	C200	Review and revise TN remediation survey. Research relevant case law and email Lauren Thomas re: same.	0.80	300.00	240.00
03/22/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.30	275.00	1,732.50
03/22/2013	LCD	C300	Participate in call with PwC to discuss standing issues, resolution of issues, categorization of findings; participate in call with Federal Reserve Board and FDIC and PwC; Summarize issues with PwC and outline responses and resolution of same.	3.20	435.00	1,392.00
03/22/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Arizona.	4.90	375.00	1,837.50
03/22/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for AL, NJ, and OH first review files and CA, CT, FL, GA, OK, and PA second review files.	5.70	275.00	1,567.50
03/22/2013	MSM	C300	Ownership review.	4.00	400.00	1,600.00
03/22/2013	SJB	C300	Review and analyze issues related to ownership observations; conference call with A. Boland et al. regarding ownership fact template updates.	2.70	475.00	1,282.50
03/25/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.10	275.00	1,952.50
03/25/2013	LCD	C300	Review and address standing issues; review and analyze standing files.	2.40	435.00	1,044.00
03/25/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Kentucky.	6.20	375.00	2,325.00
03/25/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	4.10	275.00	1,127.50
03/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Texas.	2.20	275.00	605.00
03/25/2013	SJB	C300	Review and analyze issues related to ownership observations.	2.40	475.00	1,140.00
03/26/2013	CSA	C200	Meetings with David Darland and Crystal Gray re: remediation surveys. Attention to same.	0.50	300.00	150.00
03/26/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	8.30	275.00	2,282.50
03/26/2013	LCD	C300	Review and address standing issues and questions. Review and plan for file distribution and	2.10	435.00	913.50

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Invoice No: 45131
Invoice Date: 04/15/2013

			review status.			
03/26/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	5.40	375.00	2,025.00
03/26/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Texas and Florida.	6.30	275.00	1,732.50
03/26/2013	MSM	C300	Ownership review.	6.50	400.00	2,600.00
03/26/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	6.40	475.00	3,040.00
03/27/2013	CSA	C200	Review and edit IN and KY Remediation Surveys. Research applicable law re: same.	2.70	300.00	810.00
03/27/2013	DFC	C100	Prepare responses to trustee's objections to interim fee motion.	2.80	455.00	1,274.00
03/27/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	5.40	275.00	1,485.00
03/27/2013	LCD	C300	Review and analyze standing files for multiple states; address standing issues; review and discuss response to bankruptcy trustee objections; participate in status call with Federal Reserve Board, FDIC and PwC.	4.40	435.00	1,914.00
03/27/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	6.70	375.00	2,512.50
03/27/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.10	275.00	302.50
03/27/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia and Nevada.	3.00	275.00	825.00
03/27/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	1.80	475.00	855.00
03/28/2013	CSA	C200	Complete review of KY remediation survey. Email to Lauren Thomas re: IN and KY remediation surveys.	0.80	300.00	240.00
03/28/2013	DFC	C300	Review and respond to email from L. Delessio regarding specific mortgage assignment in connection with standing review; follow-up telephone discussion regarding same and standing review file assignments and PWC/GMAC report.	1.10	455.00	500.50
03/28/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.00	275.00	1,650.00
03/28/2013	LCD	C300	Review and address standing analysis questions and issues.	1.20	435.00	522.00
03/28/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	5.90	375.00	2,212.50
03/28/2013	MHM	C300	Participated in a conference call to discuss the bankruptcy stay period review process.	3.00	275.00	825.00
03/28/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.40	275.00	385.00
03/28/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for North Carolina.	2.30	275.00	632.50
03/28/2013	MSM	C300	Ownership review.	1.50	400.00	600.00
03/28/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	2.50	475.00	1,187.50

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Invoice No: 45131

Invoice Date: 04/15/2013

03/29/2013	DFC	C400	Continue preparation of response to US Trustee's interim fee application objections and email same to US Trustee's office.	3.70	455.00	1,683.50
03/29/2013	LCD	C300	Address standing issues regarding Florida files.	0.50	435.00	217.50
03/29/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Indiana and Kentucky.	2.40	375.00	900.00
03/29/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.50	275.00	687.50
03/29/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	0.50	275.00	137.50
03/29/2013	MSM	C300	Ownership review.	2.50	400.00	1,000.00
03/29/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	0.60	475.00	285.00
03/30/2013	DFC	C100	Review email from Michael Driscoll (US Trustee's office) regarding Hudson Cook response to interim fee objections and prepare further response thereto.	2.60	455.00	1,183.00
Total Fees for this Matter				637.00		\$223,033.00

Total Amount Due on this Invoice

\$223,033.00

Timekeeper Summary

Timekeeper Name	Hours	Rate	Amount
Katherine C Fisher	0.50	300.00	\$150.00
Lauren M Thomas	128.40	375.00	\$48,150.00
Matthew MacKenzie	141.40	275.00	\$38,885.00
Webb McArthur	144.10	275.00	\$39,627.50
Catharine S Andricos	17.50	300.00	\$5,250.00
Dana F Clarke	14.50	455.00	\$6,597.50
Lisa C DeLessio	63.30	435.00	\$27,535.50
Meghan S Musselman	48.40	400.00	\$19,360.00
Sharon J Bangert	78.90	475.00	\$37,477.50
Totals	637.00		\$223,033.00

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6 Hutton Centre Drive, Suite 840, Santa Ana, California 92707
(714) 263-0420 • (800) 390-8288 • Fax: (714) 263-0428
www.hudco.com

Offices in: California, Connecticut, Maine, Maryland, Massachusetts, Michigan, New York,
Ohio, Oklahoma, Pennsylvania, Tennessee, Virginia and Washington, DC

Catharine S. Andricos	†	Jeffrey L. King	••
Sharon J. Bangert	••	Daniel J. Laudicina	•
Michael A. Benoit	†	Wingrove S. Lynton	•
Catherine M. Brennan	••	Joseph E. Mayk	••
Thomas J. Buiteweg	•	Timothy P. Meredith	†
A. James Chareq	•	Nicole F. Munro	•
Dana F. Clarke	†	Meghan S. Musselman	•
Robert A. Cook	•	L. Jean Noonan	•
Patricia E.M. Covington	••	Thomas P. Quinn, Jr.	†
David S. Darland	••	Geoffrey C. Rogers	•
Lisa C. DeLessio	••	Aline C. Ryan	•
Lori A. Desjardins	•	Angela Maynard Shovein	•+
Charles F. Dodge	•	H. Blake Sims	•+
Anne P. Fortney	•	Ryan S. Stinneford	•+
Michael A. Goodman	••	Clayton C. Swears	•
Ronald D. Gorsline	••	Alicia H. Tortarolo	•
Justin B. Hosie	••	Daniel O'C. Tracy, Jr.	†
Thomas B. Hudson	••	Joel C. Winston	••
Eric L. Johnson	•	Elizabeth C. Yen	•

Admitted in:

California	†	Hawaii	•	Massachusetts	•	Ohio	+
Connecticut	•	Illinois	•	Michigan	•	Pennsylvania	•
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Florida	•	Maine	•	New Jersey	•	Virginia	••
Georgia	•	Maryland	•	Oklahoma	•	Partner Emeritus	•

May 29, 2013

VIA FEDERAL EXPRESS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Residential Capital, LLC
1100 Virginia Dr.
Ft. Washington, Pennsylvania, 19034
Attn: Tammy Hamzehpour

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (as amended and extended the "Order"),

May 29, 2013
Page 2

enclosed please find Hudson Cook, LLP's monthly fee statement for the period April 1, 2013 through April 30, 2013 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on May 30, 2013.

In the absence of a timely objection, the Debtors shall pay \$140,437.50, consisting of the sum of (a) (\$140,072.00, an amount equal to 80% of the fees ($\$140,072.00 = \$175,090.0 \times 0.80$) and (b) 100% of the expenses (\$365.50) being requested in the Statement.

Objections to the Statements are due by June 19, 2013.

Sincerely,



Dana Frederick Clarke, Esq.

Encl.

Hudson Cook, LLP

7250 Parkway Drive, 5th Floor
Hanover, MD 21076-1343
Telephone: (410) 684-3200 Fax: (410) 684-2001
FEIN 52-2001482
Billing Inquiries (410) 865-5414

May 24, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 45711
Reference No. 2952-003 LCD

ForeclosureReview Legal Advice

Professional Services

For services rendered for period through 04/30/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

ForeclosureReview Legal Advice

003

Fees

04/01/2013	LCD	C300	Review and respond to questions from reviewers on standing issues; review and update status report on standing; email status report to PwC and GMAC; participate in call with PwC and GMAC.	1.80	435.00	783.00
04/01/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC. Updated fact-finding templates for PwC.	4.20	275.00	1,155.00
04/01/2013	DFC	C400	Prepare for and attend weekly telephone conference with PWC and GMAC regarding foreclosure review.	1.00	455.00	455.00
04/01/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Indiana and Kentucky.	4.80	375.00	1,800.00
04/02/2013	CSA	C300	Review PWC team's questions re: remediation in CA, FL, and GA in preparation for on-site visit. Phone call with Lisa Delessio re: same. Meet with Crystal Gray re: WI remediation survey.	1.80	300.00	540.00
04/02/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	4.10	275.00	1,127.50
04/02/2013	CLG	C200	Wisconsin - Reviewed foreclosure requirements survey and prepared milestones for WI borrower harm categorization chart. Conf. W/C. Andricos re: Same. Began review of case law and penalty provisions to determine harm.	1.50	275.00	412.50
04/02/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC. Updated fact-finding templates for PwC.	1.20	275.00	330.00

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Ally Bank				Invoice Date:		05/24/2013
04/02/2013	LCD	C400	Exchanges with G. Allgoode and S. Moyer re: standing and SCRA items to address with FRB. Review status of file reviews and open issues in preparation for meeting with FRB.	0.70	435.00	304.50
04/02/2013	LMT	Ad	Travel to Fort Washington, PA for on-site meeting with PwC regarding foreclosure review.	5.50	375.00	2,062.50
04/02/2013	LMT	C200	Review PwC state law remediation question matrices for California, Florida and Georgia.	1.50	375.00	562.50
04/03/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.20	275.00	605.00
04/03/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.30	275.00	357.50
04/03/2013	CSA	C300	Work on-site with PWC team on Independent Foreclosure Review.	10.00	300.00	3,000.00
04/03/2013	SJB	C300	Review, analyze, and revise responses to ownership observations; telephone call with L. DeLessio regarding Illinois ownership issues.	4.70	475.00	2,232.50
04/03/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	3.80	275.00	1,045.00
04/03/2013	DFC	C200	Review and respond to PWC question (Allegheny 100700) regarding servcemember eligibility for FHA loss mitigation options.	2.60	455.00	1,183.00
04/03/2013	LCD	C300	Work on site with PwC team; meet with Federal Reserve Board team on-site; review state law items with state law team; review and analyze standing files for CA.	7.30	435.00	3,175.50
04/03/2013	LCD	Ad	Travel to and from Ally for on-site work with PwC and meetings with FRB.	4.80	435.00	2,088.00
04/03/2013	LMT	C300	On-site meeting with PwC in Fort Washington regarding foreclosure review.	12.50	375.00	4,687.50
04/04/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Arizona.	6.30	375.00	2,362.50
04/04/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	1.70	475.00	807.50
04/04/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	1.00	275.00	275.00
04/04/2013	DFC	C300	Illinois - review and respond to PWC questions regarding standing analysis; email to and telephone discussion with L. Delessio regarding same.	1.40	455.00	637.00
04/04/2013	LCD	C200	Review inquiry from PwC Loan Mods group E. Johns and discuss FHA issue with D. Clarke; email to E. Johns with FHA research and response; review email from PwC re state law streamlining priorities and provide state to L. Thomas; research new Illinois cases on standing and begin revisions to standing analysis memo.	3.40	435.00	1,479.00
04/05/2013	DSD	C200	Wyoming - Remediation case law research.	1.20	470.00	564.00
04/08/2013	MHM	C300	Reviewed bankruptcy dockets to determine the duration of the stay period and any modifications to the stay for assigned files.	9.10	275.00	2,502.50
04/08/2013	DSD	C200	Wyoming - Remediation case law research and	1.50	470.00	705.00

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						prepare survey.
04/08/2013	LMT	C200				Research and analyze state law borrower harm categorizations for Arizona and Ohio.
04/08/2013	CLG	C200	4.20	375.00		1,575.00
						Wisconsin - Continued case law and statutory research to determine penalties for failure to comply with milestones.
04/08/2013	SJB	C300	3.20	275.00		880.00
						Review and analyze issues related to ownership observations.
04/08/2013	JWM	C300	0.40	475.00		190.00
						Reviewed, summarized, and responded to ownership observations for various states for PwC.
04/09/2013	MHM	C300	5.80	275.00		1,595.00
						Reviewed bankruptcy dockets to determine the duration of the stay period and any modifications to the stay for assigned files.
04/09/2013	MHM	C300	5.40	275.00		1,485.00
						Reviewed, analyzed, and responded to PWC's ownership observations for Florida.
04/09/2013	LMT	C200	3.50	275.00		962.50
						Research and analyze state law borrower harm categorizations for Ohio.
04/09/2013	SJB	C300	5.30	375.00		1,987.50
						Review and analyze issues related to ownership observations, including comments received from A. Boland, PwC, regarding possession confirmation.
04/09/2013	LCD	C300	2.40	475.00		1,140.00
						Review and analyze standing for Arizona files.
04/09/2013	JWM	C300	1.00	435.00		435.00
						Reviewed, summarized, and responded to ownership observations for various states for PwC.
04/10/2013	LMT	C200	6.90	275.00		1,897.50
						Research and analyze state law borrower harm categorizations for Ohio.
04/10/2013	MSM	C300	2.80	375.00		1,050.00
						Conduct ownership review for California, Tennessee and Georgia files.
04/10/2013	SJB	C300	2.00	400.00		800.00
						Review, analyze and revise responses to ownership observations; telephone call with L. DeLessio regarding note in possession issues.
04/10/2013	LCD	C400	5.60	475.00		2,660.00
						Participate in call with PwC, FDIC and Federal Reserve Board; Review standing issues and questions from PwC and discuss factual and legal issues with S. Bangert.
04/10/2013	MHM	C300	2.10	435.00		913.50
						Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.
04/10/2013	MHM	C300	4.70	275.00		1,292.50
						Reviewed, analyzed, and responded to PWC's ownership observations for Florida.
04/10/2013	JWM	C300	1.50	275.00		412.50
						Reviewed, summarized, and responded to ownership observations for various states for PwC.
04/11/2013	DSD	C200	3.80	275.00		1,045.00
						New Jersey - Remediation case law research.
04/11/2013	DSD	C200	1.00	470.00		470.00
						Louisiana - Remediation case law research.
04/11/2013	LMT	C200	1.00	470.00		470.00
						Research and analyze state law borrower harm categorizations for New York and Maine.
04/11/2013	CLG	C200	4.10	375.00		1,537.50
						Wisconsin - Continued review of case law and statutory law for penalty provisions.
04/11/2013	MSM	C300	2.10	275.00		577.50
						Conduct ownership reviews for California and Alabama files.
04/11/2013	SJB	C300	2.50	400.00		1,000.00
						Review, analyze, and revise responses to ownership observations.
04/11/2013	MHM	C300	3.80	475.00		1,805.00
						Reviewed bankruptcy docket to determine the
			2.60	275.00		715.00

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2952-003			Invoice No: 45711		
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			duration of the stay period and any modifications to the stay for assigned files.		
04/11/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida and Georgia.	4.20	275.00 1,155.00
04/11/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.10	275.00 1,677.50
04/11/2013	LCD	C300	Review and respond to questions on standing files from reviewers; review email from PwC with standing question and fact-finding and respond to same; review file status report for delivery to PwC.	1.80	435.00 783.00
04/12/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	4.30	275.00 1,182.50
04/12/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.20	275.00 605.00
04/12/2013	CLG	C200	Wisconsin - Finalized review of case law and statutory law for penalty provisions.	0.80	275.00 220.00
04/12/2013	MSM	C300	Conduct ownership reviews for Alabama files, participate in call with PwC regarding outstanding ownership issues.	2.50	400.00 1,000.00
04/12/2013	SJB	C300	Review, analyze, and revise responses to ownership observations; conference call with PwC regarding possession confirmation issues related to ownership review.	5.40	475.00 2,565.00
04/12/2013	DFC	C400	Prepare for and attend telephone conference call with PWC regarding factual assumptions in standing analysis review.	0.90	455.00 409.50
04/15/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	4.20	275.00 1,155.00
04/15/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.30	275.00 907.50
04/15/2013	DSD	C200	Louisiana - Remediation case law research and prepare survey.	0.70	470.00 329.00
04/15/2013	DSD	C200	New Jersey - Remediation case law research and prepare survey.	0.80	470.00 376.00
04/15/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Arizona.	6.20	375.00 2,325.00
04/15/2013	MSM	C300	Research regarding constructive possession of note issue.	0.50	400.00 200.00
04/15/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.70	275.00 1,842.50
04/15/2013	LCD	C300	Review and update status report; call with M. Mussleman to discuss standing questions.	0.60	435.00 261.00
04/16/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	5.80	275.00 1,595.00
04/16/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.30	275.00 357.50
04/16/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Louisiana and New Jersey.	6.50	375.00 2,437.50
04/16/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	4.70	475.00 2,232.50

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04/16/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.60	275.00	1,815.00
04/16/2013	DFC	C400	Prepare for and attend weekly status conference call with FRB and PWC.	1.10	455.00	500.50
04/16/2013	LCD	C300	Review and respond to questions from reviewers on standing files in CA, NV, and OH.	0.70	435.00	304.50
04/17/2013	MHM	C300	Conducted case law research on the need to have possession of the promissory note to be able to enforce it.	2.40	275.00	660.00
04/17/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	0.40	275.00	110.00
04/17/2013	MSM	C300	Telephone call with Matt MacKenzie regarding constructive possession issue, research regarding same.	0.50	400.00	200.00
04/17/2013	MSM	C200	Research on constructive possession issue, telephone conversations with Lisa DeLessio and Matt MacKenzie regarding same.	1.80	400.00	720.00
04/17/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.80	275.00	495.00
04/17/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.00	275.00	1,650.00
04/17/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	2.30	475.00	1,092.50
04/17/2013	LCD	C300	Meeting with M. Musselman to discuss standing issues and items for additional research.	0.40	435.00	174.00
04/18/2013	MHM	C300	Conducted case law research on the ability to transfer rights in a promissory note and the ability to enforce the note.	4.70	275.00	1,292.50
04/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	0.50	275.00	137.50
04/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for 2nd review files.	1.40	275.00	385.00
04/18/2013	CSA	C200	Review and edit Louisiana remediation survey. Meet with Lauren Thomas and Lisa Delessio re: streamlining procedures. Attention to same.	2.60	300.00	780.00
04/18/2013	MSM	C200	Research on constructive possession issue.	0.50	400.00	200.00
04/18/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.40	275.00	1,760.00
04/18/2013	LCD	C300	Review and address questions on possession issues and discuss same with M. Mussleman; review Arizona standing files and related issues with L. Thomas; review email from PwC with standing language and discuss same with D. Clarke; meet with C. Andricos and L. Thomas to discuss streamlining of state law testing procedures and FRB's approval of streamlining.	2.80	435.00	1,218.00
04/18/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	4.80	475.00	2,280.00
04/19/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	5.40	275.00	1,485.00
04/19/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's	2.50	275.00	687.50

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			ownership observations for 2nd review files including FL, IN, NJ, OH, and TN.			
04/19/2013	LMT	C200	Research and analyze ownership observations for California.	3.40	375.00	1,275.00
04/19/2013	LCD	C200	Research and discussions with D. Clarke re: standing; prepare for and participate in call with PwC; call with S. Goldman re: custodial information for standing analysis; prepare request to GMAC for custodial possession information; review of standing findings; follow-up discussions with D. Clarke re same.	5.10	435.00	2,218.50
04/19/2013	MSM	C300	Conduct ownership file reviews for Georgia.	1.30	400.00	520.00
04/19/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	2.30	475.00	1,092.50
04/19/2013	DFC	C400	Telephone conference with PWC regarding standing process legal issues related to custodial possession of notes; follow-up with L. Delessio regarding same; and, prepare email correspondence to GMAC regarding custodial records request.	2.90	455.00	1,319.50
04/19/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.20	275.00	1,980.00
04/21/2013	LCD	C300	Review and analyze California standing files; review and respond to standing issue log questions from PwC; review and edit templates and document lists per PwC's request; update Illinois standing analysis.	4.20	435.00	1,827.00
04/22/2013	LMT	C200	Research and analyze state law borrower harm categorizations for New Jersey and South Carolina.	7.10	375.00	2,662.50
04/22/2013	LCD	C300	Calls and email exchanges with PwC re: custodial possession issues and documentation required; review findings at request of GMAC to identify files with standing issues pending; review status of responses to standing files and discuss findings with attorneys; update status charts; address questions related to updated Illinois standing memo; prepare for and participate in call with PwC and GMAC; address questions related to assignments in Florida and respond to PwC inquiry regarding requesting assignments from GMAC.	5.60	435.00	2,436.00
04/22/2013	SJB	C300	Review and analyze issues related to ownership review.	1.30	475.00	617.50
04/22/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for FL, OH, NJ, TN, WI, SC, and IN.	3.40	275.00	935.00
04/22/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.60	275.00	990.00
04/22/2013	DFC	C200	Research issues related to standing analysis concerning custodial possession for Art. 3 UCC test.	3.20	455.00	1,456.00
04/22/2013	DFC	C400	Prepare for and attend weekly telephone conference call with PWC regarding workstream	1.20	455.00	546.00

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			status; telephone call with K. Winnacott, S. Moyer, and L. Delessio regarding revised possession facts.		
04/22/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.10	275.00 1,952.50
04/23/2013	LMT	C200	Research and analyze state law borrower harm categorizations for South Carolina and Ohio.	6.10	375.00 2,287.50
04/23/2013	LCD	C300	Review and respond to email from PwC re: Florida standing issues and factual findings related to initiation of foreclosure and sufficiency of documentnation related to same; address questions regarding file reviews; review and determine status of file reviews.	1.20	435.00 522.00
04/23/2013	SJB	C300	Review and analyze issues related to ownership review.	2.30	475.00 1,092.50
04/23/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for NC, FL, and CA.	4.50	275.00 1,237.50
04/23/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.40	275.00 2,035.00
04/24/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Arizona.	3.10	275.00 852.50
04/24/2013	LMT	C200	Research and analyze ownership observations for North Carolina.	3.90	375.00 1,462.50
04/24/2013	LCD	C300	Review additional information provided by GMAC in response to PwC request for additional research on custodian and possession issues. Email to and from S. Moyer on possession issues; address questions on standing review of loan files.	1.10	435.00 478.50
04/24/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for CA.	1.30	275.00 357.50
04/24/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	5.40	475.00 2,565.00
04/24/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	5.30	275.00 1,457.50
04/25/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.40	275.00 660.00
04/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Arizona.	4.30	275.00 1,182.50
04/25/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Carolina and Florida.	5.60	375.00 2,100.00
04/25/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	3.40	475.00 1,615.00
04/25/2013	DFC	C400	Prepare March fee filing and circulate same to proper parties.	1.10	455.00 500.50
04/25/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.50	275.00 1,787.50
04/25/2013	MSM	C300	Conduct ownership review for California and Georgia files.	3.00	400.00 1,200.00
04/26/2013	LCD	C300	Review and address issues regarding standing assumptions; review email from PwC re: GMAC response on note in possession issue; review status of standing files for reporting to GMAC;	1.80	435.00 783.00

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		discussion with D. Clarke re: Bankruptcy Trustee issues and resolution of fee issues.			
04/26/2013	LMT	C200 Research and analyze ownership observations for North Carolina and Arizona.	4.50	375.00	1,687.50
04/26/2013	MHM	C300 Reviewed, analyzed, and responded to PWC's ownership observations for Arizona.	1.20	275.00	330.00
04/26/2013	MHM	C300 Conducted initial research on foreclosure requirements in Delaware for the Delaware Remediation Chart.	1.60	275.00	440.00
04/26/2013	SJB	C300 Review and analyze issues related to ownership review.	0.90	475.00	427.50
04/26/2013	JWM	C300 At request of GMAC, research findings to identify loans with custodial possession issues requiring further factual resolution. Compile loan list for same.	6.30	275.00	1,732.50
04/29/2013	MHM	C300 Conducted case law research and drafted the remediation chart for Delaware.	5.10	275.00	1,402.50
04/29/2013	LMT	C200 Research and analyze ownership observations for Arizona and Illinois.	5.10	375.00	1,912.50
04/29/2013	CSA	C300 Phone call with Matt McKenzie re: DE remediation survey. Attention to same.	0.70	300.00	210.00
04/29/2013	LCD	C300 Review and analyze files with custodial and trust issues; respond to email from PwC re: GMAC response to custodian issue; prepare for call with GMAC and PwC; email to GMAC and PwC; participate in call with PwC and GMAC; review and respond to questions regarding SCRA files submitted for review. Discuss legal research re: rights of agents of noteholder with M. Mussleman.	4.30	435.00	1,870.50
04/29/2013	DFC	C400 Prepare for and attend weekly status conference call with PWC and GMAC.	1.30	455.00	591.50
04/29/2013	JWM	C300 Reviewed, summarized, and responded to SCRA observations for various states for PwC.	6.50	275.00	1,787.50
04/29/2013	MSM	C200 Research issue concerning right to possess and constructive possession.	0.80	400.00	320.00
04/30/2013	LMT	C200 Research and analyze ownership observations for Illinois.	4.60	375.00	1,725.00
04/30/2013	MHM	C300 Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.00	275.00	825.00
04/30/2013	MHM	C300 Conducted case law research on the requirements for constructive possession of a negotiable instrument.	3.80	275.00	1,045.00
04/30/2013	MHM	C300 Reviewed case law and entered analysis into the Delaware remediation chart.	0.60	275.00	165.00
04/30/2013	DFC	C400 Prepare for and attend Interim Fee Application hearing via conference line.	0.70	455.00	318.50
04/30/2013	DFC	C200 Legal research relating to constructive possession fact pattern in standing workstream; email exchanges with L. Delessio regarding same.	3.40	455.00	1,547.00
04/30/2013	JWM	C300 Reviewed, summarized, and responded to SCRA observations for various states for PwC.	7.30	275.00	2,007.50
04/30/2013	MSM	C200 Research issue concerning right to possess and	2.50	400.00	1,000.00

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04/30/2013	SJB	C300	constructive possession. Review, analyze, and revise responses to ownership observations.	4.30	475.00	2,042.50
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Total Fees for this Matter

502.80

\$175,090.00

Disbursements

04/22/2013	CSA		Catharine S. Andricos - #042213. Travel Expenses - Travel to Ally, Ft. Washington, PA April 3, 2013	212.19	1.00	212.19
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04/22/2013	LMT		Lauren M. Thomas - #042213. Travel Expenses to Ft. Washington, April 2 - 3, 2013	153.31	1.00	153.31
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Total Disbursements for this Matter

365.50

\$365.50

Total Amount Due on this Invoice

\$175,455.50

Timekeeper Summary

Timekeeper Name	Hours	Rate	Amount
Crystal L Gray	7.60	275.00	\$2,090.00
Lauren M Thomas	100.00	375.00	\$37,500.00
Matthew MacKenzie	116.70	275.00	\$32,092.50
Webb McArthur	112.10	275.00	\$30,827.50
Catharine S Andricos	15.10	300.00	\$4,530.00
Dana F Clarke	20.80	455.00	\$9,464.00
David S Darland	6.20	470.00	\$2,914.00
Lisa C DeLessio	50.70	435.00	\$22,054.50
Meghan S Musselman	17.90	400.00	\$7,160.00
Sharon J Bangert	55.70	475.00	\$26,457.50
Totals	502.80		\$175,090.00

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